

B210  
(12/04)

## United States Bankruptcy Court

### District of Delaware

In re W.R. Grace & Co., et al.,

Case No. 01-01139 (Jointly Administered)

Debtors

Court ID (Court use only) \_\_\_\_\_

### NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

Southpaw Credit Opportunity Master Fund LP  
Name of Transferee

Covidien LP, formerly known as TycoHealthcare Group LP  
Name of Transferor

Name and Address where notices to transferee should be sent:

Southpaw Credit Opportunity Master Fund LP  
2 West Greenwich Office Park, 1<sup>st</sup> Floor  
Greenwich, CT 06831  
Attn: Jeff Cohen  
Phone: (203) 862-6208  
Last Four Digits of Acct #: \_\_\_\_\_

Court Claim # (if known): 12789  
Amount of Claim: \$2,679,051.54  
Date Claim Filed: 03/27/2003

Phone: \_\_\_\_\_  
Last Four Digits of Acct. #: \_\_\_\_\_

Name and Address where transferee payments should be sent (if different from above)

Phone: \_\_\_\_\_

Last Four Digits of Acct #: \_\_\_\_\_

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Jeff Cohen  
Transferee/Transferee's Agent

Date: September 3, 2013

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.*

#### ~DEADLINE TO OBJECT TO TRANSFER~

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: \_\_\_\_\_

\_\_\_\_\_  
CLERK OF THE COURT

**Exhibit B**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: THE DEBTOR AND THE BANKRUPTCY COURT

Claim #: 12789

For good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, Covidien LP, formerly known as TycoHealthcare Group LP and The Kendall Company (the "Transferor"), its successors and assigns, does hereby unconditionally and irrevocably sell, transfer and assign unto Southpaw Credit Opportunity Master Fund LP, its successors and assigns (the "Transferee"), all rights, title, interest, claims and causes of action in and to, or arising under or in connection with all of Transferor's claims (collectively the "Claim") against W.R. Grace & Co. (the "Debtor"), the debtor in the Chapter 11 proceeding entitled In re: W.R. Grace & Co., Case No. 01-01139 pending in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and all scheduled claims and all proofs of claim filed by Transferor in respect thereof.

Transferor hereby waives any objection to the transfer of the Claim to Transferee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Transferor acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Transferor transferring to Transferee the Claim and recognizing the Transferee as the sole owner and holder of the Claim.

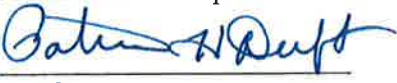
You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Transferee at the following address:

Southpaw Credit Opportunity Master Fund LP  
2 West Greenwich Office Park, 1<sup>st</sup> Floor  
Greenwich, CT 06831  
Attn: Jeff Cohen

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated July 31, 2013.

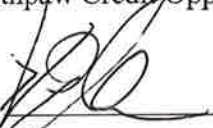
Transferor:

Covidien LP, formerly known as  
TycoHealthcare Group LP

By:   
Name: PATRICIA H. DUFF  
Title: VICE President

Transferee:

Southpaw Credit Opportunity Master Fund LP

By:   
Name: \_\_\_\_\_  
Title: **Howard Golden, Managing  
Member of General Partner -  
Southpaw GP LLC**